

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FILED
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2004 MAY 24 P 4: 09

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ZONEPERFECT NUTRITION COMPANY, : U.S. DISTRICT COURT
 : DISTRICT OF MASS.
 : CIVIL ACTION
Plaintiff and Counterclaim-Defendant, : NO.: 04-10760 (REK)
 :
v. :
 :
HERSHEY FOODS CORPORATION, HERSHEY :
CHOCOLATE & CONFECTIONERY :
CORPORATION, BARRY D. SEARS and ZONE LABS, :
INC., :
 :
Defendants and Counterclaim-Plaintiffs. :
-----x

**THE HERSHEY DEFENDANTS' ASSENTED TO
MOTION FOR LEAVE TO EXCEED PAGE LIMITS**

Pursuant to Local Rule 7.1(B)(3), defendants Hershey Foods Corporation and Hershey Chocolate & Confectionary Corporation ("Hershey") hereby move for leave to file the accompanying Memorandum of Law in Opposition to Plaintiff's Motion for Preliminary Injunction which exceeds the twenty-page-limit set forth in the Local Rules by 17 pages.

As grounds for this motion, Hershey states as follows:

1. Plaintiff has assented to this motion. Hershey previously assented, in advance of the motion, to plaintiff's motion to exceed by 17 pages the page limits for its Initial Memorandum of Law in Support of Motion for Preliminary Injunction – the same page extension that Hershey seeks here. At the time of Hershey's assent, plaintiff consented to a similar motion by Hershey for its opposition memorandum of law.

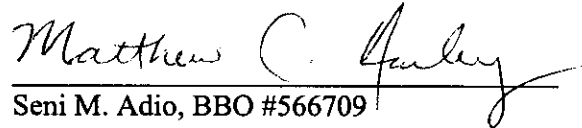
2. Plaintiff has moved for a preliminary injunction on several independent grounds. Hershey requires additional pages to respond to each ground, as well as to address Hershey's defenses and to the arguments set forth in plaintiff's 37-page memorandum.

3. Hershey has made every effort to deal as concisely as possible in presenting its arguments.

WHEREFORE, Hershey respectfully requests that the Court grant it leave to file its Initial Memorandum of Law in Opposition to Plaintiff's Motion for Preliminary Injunction, which is in excess of twenty (20) pages.

Dated: May 24, 2004

MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY AND POPEO, P.C.



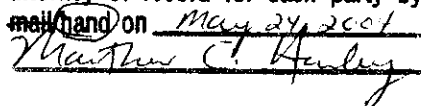
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I hereby certify that a true copy of the
above document was served upon the
attorney of record for each party by
mail/hand on May 24, 2004



*Attorneys for Defendants and Counterclaim-
Plaintiffs Hershey Foods Corporation and
Hershey Chocolate & Confectionery Corp.*

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May 24, 2004

BY HAND DELIVERY

Clerk's Office
United States District Court
District of Massachusetts
One Courthouse Way
Boston, MA 02110

Re: *ZonePerfect Nutrition Company v. Hershey Foods Corporation,
Hershey Chocolate & Confectionery Corporation, and Barry D. Sears*
Civil Action No. 04-10760-REK

Dear Sir or Madam:

Enclosed for filing in the above-referenced matter, please find:

1. The Hershey Defendants' Assented To Motion For Leave To Exceed Page Limits; and
2. The Hershey Defendants' Initial Memorandum Of Law In Opposition To Plaintiff's Motion For A Preliminary Injunction.

Kindly acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning it to the awaiting messenger.

Thank you for your attention to this matter.

Very truly yours,



Seni M. Adio

SMA:sac

Enclosures

cc: Daniel L. Goldberg, Esq. (w/encls.) (by hand)
Joshua M. Dalton, Esq. (w/encls.) (by hand)
Lisa G. Arrowood, Esq. (w/encls.) (by hand)
Thomas A. Smart, Esq. (w/encls.) (by overnight mail)